

2023 Report to Members

Report from the Chair of the HEPP Board and the COLA Plan Board

The Healthcare Employees' Pension Plan (HEPP) and Cost of Living Adjustment (COLA) Plan are each governed by an independent, 12-member Board of Trustees. There is equal representation from employers and unions. This joint trusteeship provides the necessary framework to govern the Plans with fairness and integrity, and ensures we act in the best interests of our members.

I remind you – our members – of this to ensure that you are confident in the stewardship of your hard-earned contributions. A defined benefit pension is a crucial building block for retirement that not everyone is able to look forward to. Your Trustees are honoured to be working for Manitoba's healthcare workers and are always aware of our responsibilities.

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Report from the Chair of the HEBP Board

The Healthcare Employees' Benefits Plan (HEBP) Board of Trustees had a very busy year focusing a great deal of our resources on reviewing the Healthcare and Dental Plans. These Plans have not changed in many years. The Board, along with a consultant and HEB Manitoba staff, developed draft redesigned Plans to meet the needs of our members well into the future.

We believe these proposed Plans will balance cost and our competitiveness to aid the necessary recruitment and retention of healthcare staff. The proposed Plans have been put forth to our settler unions and employers, and the Board is hopeful of a successful resolution for our members.

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Long-Term View of Investments

After a difficult year in 2022, not just at HEPP but for the investment industry as a whole, 2023 saw a rebound to solid results with a 10.8% return for the Plan. This exceeded our benchmark, as did our five and ten year returns of 7.8% and 6.7%, respectively. We have experienced positive returns for the majority of the Plan's existence – 22 of 27 years.

Our strong results and the improved markets of the past year also led the fund to the highest value in its history at over \$10.5 billion.

At year's end the Plan's going concern funded position was 114.6% compared to 115.2% in 2022, and the contribution sufficiency ratio was 111.4% compared to 111.9%. These stable figures mean the Plan is healthy, sustainable and capable of meeting its commitments to our members now and into the future.

We are proud of these accomplishments and the prudent decisions that led us here. HEPP has always taken a long-term view with its financial strategy and our historical results are proof that we have been on the right track.

COLA Plan

Once again the COLA Plan announced a cost of living payment to our members receiving a pension benefit, effective January 1, 2024. This supplement is a total of the current year's amount added to the cumulative amount from previous years, so the payment grows each year it is granted.

This was the sixth consecutive year for the COLA payment and we expect to continue to make it into the future. We know that inflation and the increasing cost of living are challenges affecting the quality of life of our retired members. The COLA Plan was created with this in mind to provide some assistance.

Looking back on our achievements in 2023, I would like to thank the staff, management and executive at HEB Manitoba, as well as my fellow HEPP and COLA Trustees, for the hard work and dedication that makes our success possible.

Lastly, a final word of appreciation to our members. You make our efforts worthwhile and our province a better place.



Gerry Gattinger

Chair
Healthcare Employees' Pension Plan Board and
COLA Plan Board

We will also be studying announced policies by the government of Canada relating to national dental and healthcare programs to fully understand the impacts they will have on our Plans. There are a lot of moving pieces and different stakeholders involved, and we want to ensure that any changes we make are fully analyzed and implemented correctly.

2023 Activity

In 2023 the Board applied a moderate premium increase for the Healthcare and Dental Plans. Inflation and increased Plan usage are factors we consider when making these decisions. We know our members heavily use and appreciate these benefits, and we do our best to ensure they are as affordable as possible with the least impact on your cost of living.

Once again the Disability & Rehabilitation Plan provided an ad hoc cost of living adjustment to members of the Plan on disability. 2023 was the 20th year of operation for the Plan. I continue to be impressed by the terrific work by our staff who manage the claims, rehabilitation and return to work of our members.

Since its inception our Employee Assistance Plan (EAP) has been a valuable tool in helping many members work through challenges in their lives. I encourage members to review the counselling supports offered under the EAP. This past year financial, legal and career counselling returned to the Plan, providing additional resources to an already wide-ranging variety of services.

2024 and Beyond

HEB Manitoba is much closer to rolling out our new benefits administrative system, which is expected to be operational in the second quarter of 2024. There is much for members to look forward to from this new solution, including improvements in processing events like enrolment, leaves of absence and life changes. The new member portal will be a tremendous addition, giving you the ability to view and manage your benefits online in a streamlined format.

This will be an exciting time as we launch this transformative initiative.

Thank you to everyone at HEB Manitoba for all their hard work that contributed to another positive year. I would also like to recognize the Board of Trustees for their diligence in governing our Plans. Our achievements are truly a team effort by those involved and I am proud to be a part of it.



Bob Romphf

Chair
Healthcare Employees' Benefits Plan Board

Report from the Chief Executive Officer

I am pleased to report that HEB Manitoba had a constructive and positive year in 2023. Our operations ran smoothly and our Pension Plan investments had a welcome return to the strong and steady results that have been the standard since the Plan's inception. We are in good shape and well positioned for the future, which is what I want to focus on in this year's message.

Change is Coming

For the past several years HEB Manitoba has essentially been running on two tracks. One track has been business as usual delivering our regular operations. On the other – our project track – we have been developing the technology and processes that will be the backbone of the future of HEB Manitoba. I am happy to inform you that this future will be coming in the second quarter of 2024 as we switch to our new benefits administration system.

This change is unprecedented in the history of HEB Manitoba in terms of its size and scope. A decade ago we realized that our legacy systems were reaching the end of their lifespan, and we could either replace them in a piecemeal approach or go forward with an entirely new vision to enhance the quality of what we do and improve how we work with all our stakeholders.

We chose the latter path, knowing that the work would be hard but the payoff worth it. While the project has taken longer *than planned* due to a number of factors, including a slowdown due to a global pandemic, we have always remained confident knowing that we made the correct decision.

What This Means for Members

By improving our technology we will be able to move from manual work to automated processes for many of our interactions with members. For one example – that all members have experienced – enrolment has historically meant filling out forms for each Plan, giving them to your employer, who then sign and send them to us, which then need to be manually entered into our system or provided to our partners such as Canada Life or Manitoba Blue Cross where required. This process is usually paper-based, convoluted and can introduce errors and delays. I'm glad to be able to say – no more!

With our new fully integrated systems, employers will report a new hire online using the new employer portal. HEB then notifies the employee directly that they have decisions to make about their benefits, which they can now make online using our new member portal. Once we receive that information we can distribute this to all employers and partners digitally. It is quick, easy, direct and online. That is just one of the streamlined processes that will be available as a self-service option. Once you are enrolled in our Plans, you will then be able to use the member portal to again make any coverage changes due to life events, choose your benefit options for leaves of absence, and apply for your pension when you decide to retire in a paperless online environment.

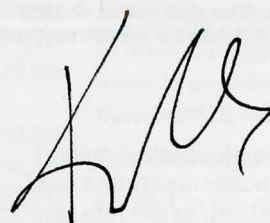
What this Means for HEB Manitoba

The increased automation and process integration provided by these employer and member portals will provide back to us a most valuable resource – time. Our service model can now adapt to more timely service for the needs of our members and proactively work to eliminate errors or problems with our employers. Looking further into the future, I envision HEB being able to leverage the vast expertise and experience of our staff to bring even more value-added services to help members better understand and use their benefits.

We will see efficiencies in how we interact with our employers and other stakeholders, removing barriers caused by non-integrated systems and data. These are issues that all organizations like ours have to manage, and the solution we have will be a game-changer.

This is the most exciting time during my tenure leading HEB Manitoba and as we enter the final stretch of testing and implementation the opportunities ahead seem endless. I would like to thank our executive, management and staff for all their hard work this past year and throughout the project's timeline. Finally, a note of appreciation to our Boards of Trustees who continue to guide and support us through all our endeavors.

I look forward to celebrating this major achievement with everyone in the very near future.



Kerry Poole

Chief Executive Officer
HEB Manitoba



HEB Manitoba
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Pension Plan Investment Highlights

HEPP Investment Returns*

The Healthcare Employees' Pension Plan's (HEPP) investments returned 10.8% in 2023, following a -7.1% return in 2022. We outperformed our benchmark return of 10.7% in 2023, after underperforming our 2022 benchmark return of -6.4%. Our five and ten year returns were 7.8% and 6.7% and were in excess of our benchmark returns of 7.1% and 6.6% respectively. Following the 2022 year where markets were challenged by rising interest rates, inflation and the Russian invasion of Ukraine, 2023 returns rebounded strongly. Our Canadian, International and US equity portfolios returned 11.0%, 16.1% and 20.1% respectively. Our other asset class returns were 0.5% in real estate, 8.0% in fixed income, and 10.2% in infrastructure. Since its inception, HEPP has had positive returns in 22 of 27 years.

As a result of stronger markets in 2023, the fund's value rose to \$10.551 billion, the highest level in the plan's Plan's history, from \$9.565 billion at year-end 2022. Over the past 10 years, our investment returns have added \$138 million of value when compared to the Plan's benchmark returns.

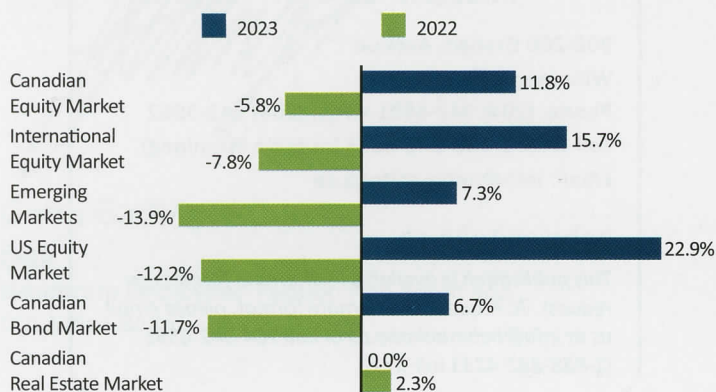
Currently a return of 5.9% is required to fund the Plan's obligations. The Plan's exposure to equity-type investments has generated strong returns over the history of the fund. When HEPP was formed in 1997, 10 year Government of Canada bond yields were 6.4%. By the summer of 2020, these rates had fallen to 0.5%, and then closed at 3.1% at the end of 2023. When rates rise, the market value of our fixed income holdings fall.

**Total fund returns are after external management, custodial, and performance fees, transaction costs and operating expenses. Asset class returns are after transaction costs and performance fees but before external management and custodial fees, and operating expenses.*

Major Market Returns

Returns in 2023 reversed from the overall negative market returns seen in 2022. For 2023, both public equity and fixed income markets produced positive returns, as the rate of inflation fell from an annual peak of over 8% in June 2022 to 3.4% at year-end 2023.

The Canadian equity market returned 11.8% in 2023 following a return of -5.8% in 2022. The US equity market was up 22.9% following a -12.2% return in 2022. International equity markets were up in 2023, returning 15.7% compared to -7.8% in 2022. Emerging markets returned 7.3% in 2023 after falling -13.9% in 2022. Canadian real estate returned 0.0% for the year following a 2.3% return in 2022. Returns for Canadian real estate sectors once again had a wide outcome: industrial properties rose 0.9%, Multi-Family Residential rose 3.1%, retail properties rose

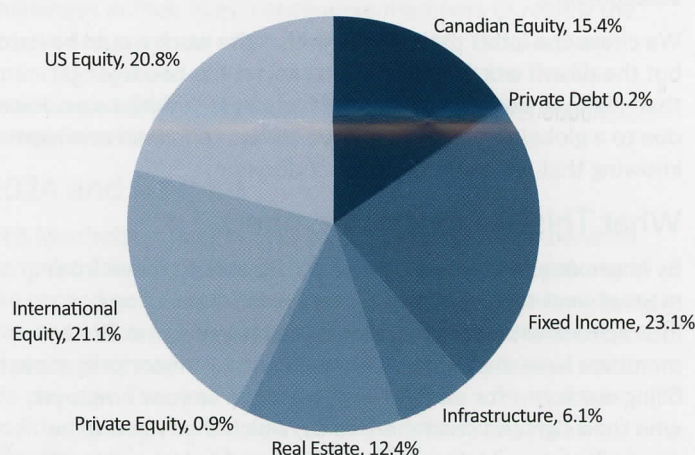


2.8%, while office properties fell -4.5%. Infrastructure returns remained firm during 2023.

At year-end 2023, Government of Canada 10 year bond yields were at 3.1% down slightly from the 2022 year-end level of 3.3%. During the year, yields rose to just over 4.0% early in the 4th quarter before falling by year-end. This compares to levels at the height of the COVID-19 pandemic, in the summer of 2020, when rates were 0.5%. Government of Canada real return bonds, which have a rate of return adjusted for inflation, were yielding 1.5% at the end of 2023 vs. -0.1% in June 2020. Interest rates are now in the process of adjusting to inflation rates which are above the Bank of Canada's long term target.

HEPP Asset Mix

Our overall public equity exposure at year-end 2023 rose by 1.7% to 57.3% as compared to 2022 levels. Public equity and fixed income returns were strong in 2023 following 2022's returns where all major markets had negative returns. Within our private market asset classes, we had positive returns in infrastructure and real estate. Our private equity and private debt portfolios are in very early stages of investment, a point where returns are not meaningful. We actively monitor our exposure to equities and our regional allocations to Canadian, US and International equity markets as part of our risk



management framework. These allocations will change over time, reflecting fluctuating return expectations and risk profiles. Changes to our regional equity allocations were driven by market returns and only changed by +/- 1% vs. 2022.

Our exposure to real estate and infrastructure were largely unchanged during the year. We currently hold 6.1% of the fund in infrastructure, with a target weight of 10%. We continue to commit funds for our global infrastructure investment program, which continues to perform as expected. Our real estate exposure at 12.4% is above our target at 10.0%. The real estate market remains in flux with higher interest rates having a negative impact as well as increased vacancy rates in office product as work from home remains a trend in place. We now have completed our second calendar year of investment in our private equity portfolio and made initial commitments to private debt. We have a 5% target allocation for each. All of our private market investments are invested over time, meaning that it will be several years before we reach our target allocation.

More information about our investments is available at hebmanitoba.ca.

Pension Plan and COLA Plan Information

Pension Plan Financial Summary*

	2023	2022
Increase in net assets		
Current period change in market value	\$ 800,052,071	\$ -
Investment income	279,082,387	261,716,816
Contributions from employers	207,328,463	198,971,715
Contributions from employees	207,330,980	199,173,544
Reciprocal transfers	3,249,839	2,602,234
Total	1,497,043,740	662,464,309
Decrease in net assets		
Current period change in market value	-	919,917,046
Benefits paid to pensioners and beneficiaries	396,781,005	376,279,442
Refunds to terminated members	53,287,419	78,400,743
Plan administration expenses	15,091,956	14,079,956
Investment management fees	46,662,492	43,613,830
Total	511,822,872	1,432,291,017
Net increase (decrease) in net assets available for benefits	985,220,868	(769,826,708)
Net assets available for benefits, January 1	9,565,347,958	10,335,174,666
Net assets available for benefits, December 31	\$ 10,550,568,826	\$ 9,565,347,958

COLA Plan Financial Summary

Active Employees Fund

	2023	2022
Increase in net assets		
Current period change in market value	\$ 20,276,751	\$ -
Investment income	18,801,012	12,888,635
Contributions from employers	22,736,805	21,767,254
Contributions from employees	22,732,046	21,771,311
Total	84,546,614	56,427,200
Decrease in net assets		
Current period change in market value	-	32,330,065
Benefit payments	9,426,861	7,356,544
Investment and Plan administrative expenses	2,216,475	2,039,979
Total	11,643,336	41,726,588
Net increase in net assets available for benefits	72,903,278	14,700,612
Net assets available for benefits, January 1	352,510,040	337,809,428
Net assets available for benefits, December 31	\$ 425,413,318	\$ 352,510,040

Past Retirees Fund**

	2023	2022
Increase in net assets		
Current period change in market value	\$ 727,020	\$ -
Investment income	908,370	575,012
Contributions from employers	2,398,280	2,402,560
Contributions from employees	2,394,486	2,402,491
Total	6,428,156	5,380,063
Decrease in net assets		
Current period change in market value	-	1,347,708
Benefit payments	3,528,512	3,007,369
Investment and Plan administrative expenses	836,014	843,355
Total	4,364,526	5,198,432
Net increase in net assets available for benefits	2,063,630	181,631
Net assets available for benefits, January 1	19,762,068	19,580,437
Net assets available for benefits, December 31	\$ 21,825,698	\$ 19,762,068

*Full Audited Financial Statements for all Plans are available at hebmanitoba.ca.

**Retirees prior to 2009.

Membership

	Number of Members		Average Age	
	2023	2022	2023	2022
Active & Disabled	47,289	46,608	42	42
Retired	26,133	25,185	71	70
Deferred Vested	21,865	20,343	44	44
Total	95,287	92,136		

Highlights

The Healthcare Employees' Pension Plan (HEPP) uses the contributions paid by you and your employer, plus any accumulated investment income, to pay your monthly pension, but these amounts are not used to determine what your monthly pension entitlement will be. As a defined benefit pension plan, HEPP uses a formula based on your years of credited service and the average of your highest five years of pensionable earnings in the final 11 years you work.

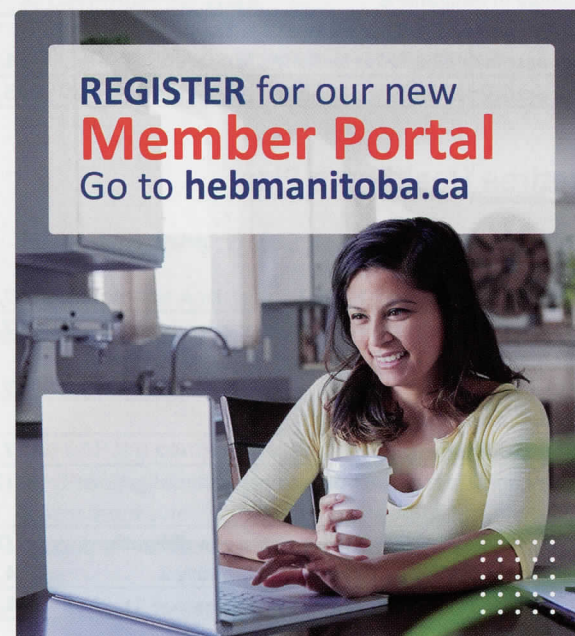
HEB Manitoba provides member services related to pension benefit entitlements for eligible employees and their families of participating healthcare facilities.

Pension Plan Update

In 2023 we have once again, in most cases, managed to meet our legislative and internal turn-around times in providing members with the information they need to make career and retirement decisions.

Cost of Living Adjustment (COLA) Plan Funds

A COLA in the amount of 0.8% was paid January 1, 2023. Future COLA payments are expected to be paid January 1 of each year, provided sufficient funds are available.



Benefit Plans Information

The Healthcare Employees' Benefits Plan (HEBP) offers Healthcare, Dental, Disability & Rehabilitation, Life Insurance, and Employee Assistance Plans to eligible healthcare employees and their families throughout Manitoba. The Healthcare Plan includes a Healthcare Spending Account, not administered by HEB Manitoba.

**Not all employers participate in each of the Benefit Plans offered by HEBP. Employees should check with their employer to confirm which Plans they are eligible to join.*

Financial Summary

Active Healthcare Plan

	2023	2022
Increases		
Current period change in market value	\$ 65,640	\$ -
Investment income	846,740	298,093
Premiums	36,634,368	34,517,358
Total	37,546,748	34,815,451
Decreases		
Current period change in market value	-	21,737
Claims	34,243,494	30,534,340
Administrative expenses	3,338,750	3,052,383
Total	37,582,244	33,608,460
Net increase (decrease) prior to change in obligations	(35,496)	1,206,991
Change in obligations	(156,426)	(7,014)
Net increase (decrease) after change in obligations	(191,922)	1,199,977
Net assets available for benefits, January 1	13,310,244	12,110,267
Net assets available for benefits, December 31	\$ 13,118,322	\$ 13,310,244

Benefit Highlights

Plan Membership: 39,547

After comparing Plan premiums with anticipated claim costs and reserve levels, we determined that a premium rate increase of 2.5% was required in 2023.

The Plan and all reserves are fully funded as at the end of 2023. Of the total claims incurred in the year, 36.3% were for prescription drugs, 10.1% were for vision care, and 53.6% were for paramedical and all other benefits.

Plan members are eligible for the Healthcare Spending Account, which provides an additional way to pay for healthcare and dental expenses that exceed benefit maximums.

Dental Plan

	2023	2022
Increases		
Investment income	\$ 961,682	\$ 308,572
Premiums	33,673,257	31,902,497
Total	34,634,939	32,211,069
Decreases		
Claims	31,042,294	28,113,657
Administrative expenses	2,950,147	2,795,149
Total	33,992,441	30,908,806
Net increase prior to change in obligations	642,498	1,302,263
Change in obligations	(61,015)	7,084
Net increase after change in obligations	581,483	1,309,347
Net assets available for benefits, January 1	14,976,004	13,666,657
Net assets available for benefits, December 31	\$ 15,557,487	\$ 14,976,004

Plan Membership: 32,393

After comparing the Plan's premiums with anticipated claim costs and reserve levels, we determined that a premium rate increase of 5.0% was required in 2023. The Plan and all reserves are fully funded as at the end of 2023.

Of the total claims incurred in the year, 90.5% were for basic services and 9.5% were for major and orthodontic services. Plan benefit levels remained unchanged.

Retiree Healthcare Plan

	2023	2022
Increases		
Investment income	\$ 31,787	\$ 29,519
Premiums	7,686,942	7,621,242
Total	7,718,729	7,650,761
Decreases		
Claims	7,226,528	6,617,008
Administrative expenses	701,016	686,189
Total	7,927,544	7,303,197
Net increase (decrease) prior to change in obligations	(208,815)	347,564
Change in obligations	(53,337)	(40,994)
Net increase (decrease) after change in obligations	(262,152)	306,570
Net assets available for benefits, January 1	4,778,755	4,472,185
Net assets available for benefits, December 31	\$ 4,516,603	\$ 4,778,755

Plan Membership: Level 1 - 1,238

Level II - 10,830

After comparing the Plan's premiums with anticipated claim costs and reserve levels, we determined that the premiums for Level I & II coverage could be decreased by 3% in 2023. The Plan and all reserves are fully funded as at the end of 2023. Of total claims incurred in the year, 48.7% were for prescription drugs, 6.7% were for ambulance and hospital benefits, and 44.6% were for paramedical and all other benefits.

Financial Summary

Life Insurance Plan

	2023	2022
Increases		
Current period change in market value	\$ 6,333,310	\$ -
Investment income	6,195,168	4,512,008
Premiums	17,645,163	17,085,266
Total	30,173,641	21,597,274
Decreases		
Current period change in market value	-	12,878,636
Claims and related expenses	13,323,325	13,549,309
Administrative expenses	3,085,386	3,022,181
Total	16,408,711	29,450,126
Net increase (decrease) in net assets available for benefits	13,764,930	(7,852,852)
Net assets available for benefits, January 1	126,049,569	133,902,421
Net assets available for benefits, December 31	\$ 139,814,499	\$ 126,049,569

Benefit Highlights

Plan Membership: 43,648

Claims and related expenses were at 75.5% of premiums in 2023, down from 79.3% in 2022. There were no premium increases during 2023, and the Plan's reserves are fully funded.

In 2023, we sent an Annual Statement of Life Insurance Benefits listing life insurance amounts and named beneficiaries to over 90% of Plan members. We continue to work with employers to ensure we receive accurate data and send statements to most of our Plan members.

Disability & Rehabilitation (D&R) Plan

	2023	2022
Increases		
Current period change in market value	\$ 8,653,338	\$ -
Investment income	8,721,869	6,910,942
Premiums	54,440,674	51,785,981
Total	71,815,881	58,696,923
Decreases		
Current period change in market value	-	36,037,700
Claims and related expenses	45,886,670	47,682,361
Administrative expenses	8,763,471	8,342,005
Total	54,650,141	92,062,066
Net increase (decrease) prior to change in obligations	17,165,740	(33,365,143)
Change in obligations	(651,000)	(1,844,000)
Net increase (decrease) after change in obligations	16,514,740	(35,209,143)
Net assets available for benefits, January 1	219,691,940	254,901,083
Net assets available for benefits, December 31	\$ 236,206,680	\$ 219,691,940

Plan Membership: 45,732

The Disability & Rehabilitation Plan was established in 2002 as a non-adversarial, fully self-insured and self-administered Plan. It is designed to replace a portion of a member's income if the member is unable to work because they are Totally Disabled as defined by the *Disability and Rehabilitation Plan Text*.

There were 1,544 members receiving D&R Benefits at December 31, 2023.

Obligations include reserves and assumption changes that occurred in 2023. The Plan is fully funded.

Employee Assistance Plan (EAP)

	2023	2022
Increases		
Interest income	\$ 22,982	\$ 9,794
Premiums	2,653,331	2,492,690
Total	2,676,313	2,502,484
Decreases		
EAP service costs	2,548,643	2,385,860
Administrative expenses	245,096	237,480
Total	2,793,739	2,623,340
Net decrease in net assets available for benefits	(117,426)	(120,856)
Net assets available for benefits, January 1	444,971	565,827
Net assets available for benefits, December 31	\$ 327,545	\$ 444,971

Plan Membership: 57,912

The Employee Assistance Plan (EAP) offers members and their families' access to comprehensive counselling services through the Manitoba Blue Cross Employee Assistance Centre.

The EAP is a confidential and voluntary service funded by participating employers. It provides assessment and short-term counselling services to a maximum of ten sessions per family per calendar year.

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(*Ex-officio member*)

HEB Manitoba Executive Management

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Chief Executive Officer
Ronald Queck, CFA
Chief Investment Officer

Melanie Bready-Brown, BA, CPHR
*Vice President, Human Resources
and Corporate Services*
Rosemary Brisson, CPA, CA
Vice President, Finance and Treasury

Barbara Kieloch, RN, BN, MScA
*Vice President, Benefits Plan
Management and Disability &
Rehabilitation Services*

Audra Schalk, CEBS, PPAC
*Vice President, Pension & Benefits
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Paul Vallée, B.Comm, PPAC
Vice President, Information Services

HEPP Professional Advisors

Custodian
CIBC Mellon Global Securities
Services Company
Legal Counsel
Koskie Minsky

Auditor
KPMG LLP
Actuary
Aon

HEBP Professional Advisors

Auditor
KPMG LLP

Legal Counsel
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Actuary
HUB International